Form (2)

Republic of the Union of Myanmar
Sr. No. 12432 B
Dated 18.12.2012
Myanmar Investment Commission

## The Myanmar Investment Commission

# PERMIT

Permit No. 529/2012 Date 18, December 2012

The Myanmar Investment Commission issues this Permit under Section 10 of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Promoter MR. BAUKE JOHANNES HENDRIKUS ROUWERS

(b) Citizenship DUTCH

(c) Address 6 SOI SUKHUMVIT 49/10, KLONGTON NUA, WATTANA, BANGKOK 10110, THAILAND

(d) Name and Address of principal Organization UNILEVER ALSER B.V. 3013 AL, ROTTERDAM , WEENA 455, THE NETHERLANDS

(e) Place of incorporation THE NETHERLANDS

(f) Type of business in which investment is to be made MANUFACTURING AND MARKETING OF FOOD PRODUCTS ( RICE PORRIDGE , SEASONING AND MEAL MAKER )

(g) Place(s) at which investment is permitted PLOT NO. 40,41,47, MIN THATE HTI KYAW SWAR ROAD , (39) WARD, SHWE PYI THAR INDUSTRIAL ZONE(2), SHWE PYI THAR TOWNSHIP, YANGON REGION

(h) Amount of foreign capital US$ 6.488 MILLION

(i) Period for bringing in foreign capital WITHIN THREE YEARS FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 6.488 MILLION

(k) Permitted duration of investment 10 YEARS

(l) Name of the economic organization to be formed in Myanmar UNILEVER (MYANMAR) LIMITED

Chairman

The Myanmar Investment Commission

# မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်

# ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၅၂၉/၂၀၁၂ ၂၀၁၂ ခုနှစ်၊ ဒီဇင်ဘာလ ၁၈ ရက်

ပြည်ထောင်စု သမ္မတ မြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၀ အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ကမကထပြုသူ၏အမည် MR. BAUKE JOHANNES HENDRIKUS ROUWERS

(ခ) မည်သည့် နိုင်ငံသား DUTCH

(ဂ) နေရပ်လိပ်စာ 6 SOI SUKHUMVIT 49/10, KLONGTON NUA, WATTANA, BANGKOK 10110, THAILAND

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ UNILEVER ALSER B.V. 3013 AL, ROTTERDAM, WEENA 455, THE NETHERLANDS

(င) ဖွဲ့စည်းရာအရပ် THE NETHERLANDS

(စ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်မည့်လုပ်ငန်းအမျိုးအစား အစားအစာကုန်ပစ္စည်းများ ထုတ်လုပ်ခြင်း နှင့် ဖြန့်ဖြူးရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်ခွင့်ပြုသည့်အရပ်ဒေသ(များ) မြေကွက်အမှတ် ၄၀၊၄၁၊၄၇ မင်းသိင်္ခကျော်စွာလမ်း၊ (၃၉)ရပ်ကွက်၊ ရွှေပြည်သာစက်မှုဇုန်(၂)၊ ရွှေပြည်သာမြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး။

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း အမေရိကန်ဒေါ်လာ ၆.၄၈၈ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့် ရရှိပြီး ၃နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၆.၄၈၈သန်း နှင့် ညီမျှသော မြန်မာကျပ်ငွေ

(ဋ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၁၀ နှစ်

(ဌ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေး အဖွဲ့အစည်းအမည် UNILEVER (MYANMAR) LIMITED

ဥက္ကဋ္ဌ

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

Confidential

THE REPUBLIC OF THE UNION OF MYANMAR

**MYANMAR INVESTMENT COMMISSION**

Building No.(32), Nay Pyi Taw

Our ref : Ya Ka-1/Na-734/ 2012(12432.B) Tel: 067-406334,406075

Dated : 18th December 2012. Fax: 067-406333

Subject: Decision of the Myanmar Investment Commission on the Proposal for" Manufacturing and Marketing of Food Products " under the name of "Unilever (Myanmar) Limited "

Reference: Unilever(Myanmar) Limited, Letter dated on 10-10-2012.

1. The Myanmar Investment Commission, at its meeting (36/2012) held on( 29-11-2012) had approved the proposal for investment in "Manufacturing and Marketing of Food Products" such as rice porridge, seasoning and meal maker under the brand name of Knorr, under the name of " Unilever(Myanmar) Limited " submitted by "Unilever Alser B.V."from the Netherlands as a wholly foreign owned investment.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VI, Section 10 of the Republic of the Union of Myanmar Foreign Investment Law and Chapter VI, Article 13 of the Procedures relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 10 (ten) years commencing from the date of the issuance of MIC Permit.The term of the Lease Agreement for land and buildings between U Gaw Kyoke Swan @ U Ni and Unilever(Myanmar) Limited shall be (5) five years from the date of signing of this Agreement and extendable for further 5(five)years period by the discretion of the Unilever (Myanmar) Limited. At the end of the Lease period, Unilever(Myanmar) Limited shall transfer the leased land and immovable properties to the lessor in good condition without any consideration.

4. The total areas leased by Unilever(Myanmar) Limited shall be 3.004 acres (12,156 square meter ) including the areas of land, three buildings(food production factory, hair care production factory and warehouse) and office, shed areas. The annual rent for the land and buildings for hair care production shall be US$ 102,078 (United States Dollar one hundred and two thousand and seventy-eight only) calculated at the rate of US$ 5.59 per square meter per year of the 3,033 square meter of land areas, at the rate of US$ 30 per square meter per year of the 2,525 square meter of the building areas and at the rate of US$ 18 per square meter per year of the 520 square meter of office and shed areas. The rate of rent shall be reviewed and revised in view of prevailing land lease rates after every five-year period and the rate of increase shall not be more than 10% of the preceding annual rent.

5. In issuing this "Permit," the Commission has granted , the followings, exemptions and reliefs as per Section 21(a)(i) and (j) of the Republic of the Union of Myanmar Foreign Investment Law. Other exemptions and reliefs under Section-21 shall have to be applied upon the actual performance of the project;

(a) As per section-21(a), exemption from income tax up to 36 (thirty six) consecutive months starting from the month of commencement of commercial operation.

(b) As per section-21(b), exemption from income tax on profits of the business if they are maintained in a reserve fund and re-invested there in within one year after the reserve is made.

(c) As per section-21(c), right to accelerate depreciation in respect of machinery, equipment, building of other capital assets used in the business to the extent of the original value for the purpose of income- tax assessment.

(d) As per section-21(d),relief from income tax up to 50 percent on profits accrued from exports,such relief has to be applied , upon actual performance, following 3-year tax holiday period.

(e) As per section-21(e), right to pay income-tax payable to the State on behalf of foreigners who have come from abroad and

are employed in the enterprise and the right to deduct such payment from the assessable income.

(f) As per section-21(f), right to pay income-tax on the income of the above-mentioned foreigners at the rates applicable to the citizens residing within the country.

(g) As per section-21(g), right to deduct from the assessable income such expense incurred in respect of research and development relating to the enterprise which are actually required and are carried out within the State, only after 3 years tax holiday period.

(h) As per section-21(h), right to carry forward and set-off up to three consecutive years from the year the loss is sustained following the enjoyment of exemption from income-tax, in accordance with Section-4 of the Income Tax Amendment Law, 1991.

(i) As per section-21(i), exemption from customs duty and all other internal taxes on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction.

(j) As per section-21(j), exemption from customs duty and all other internal taxes on such raw materials which are actually required for operation of the business shall be granted within three years of commercial operation following the period of construction.

6. Unilever(Myanmar) Limited shall have to sign the land and building Lease Agreement with U Gaw Kyoke Swan @ U Ni. After signing Agreement, (5) copies shall have to be forwarded to the Commission.

7. Unilever(Myanmar) Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

8. Unilever(Myanmar) Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" it shall become null and void.

9. The commercial date of operation shall be reported to the Commission.

10. Unilever(Myanmar) Limited shall endeavour to meet the targets for production stated in the proposal as the minimum target.

11. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal. Unilever(Myanmar)Limited shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

12. In order to evaluate foreign capital in terms of Kyat and for the purpose of its registration in accordance with the provisions under Section-24 of the Republic of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened;

(b) the detailed lists of the type and value of foreign capital defined under Section-2(h)of the said Law, other than foreign currency.

13. Whenever Unilever(Myanmar) Limited brings in foreign capital defined under Section-2(h) of the said Law, other than foreign currency in the manner stated in paragraph 12(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

14. After all types of foreign capital (foreign currency and other types of foreign capital) have been brought into Myanmar, a report shall have

to be submitted to the Commission as prescribed, vide Letter No. Na-Ya 9/101/92(416) dated 3-12-92 [Annexure(1)].

15. Unilever(Myanmar) Limited shall have the right to conduct account transfer in exchanging foreign currency into Kyat and vice-versa as per para 20 of the Notification No. 40/2011 issued by the Government of the Republic of the Union of Myanmar, dated 30 September 2011.

16. Unilever(Myanmar) Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

17. Unilever(Myanmar) Limited shall be responsible for the preservation of the environment at and around the area of the project site. Hence, it shall observe the directive issued by the Commission vide Letter No. Ya Ka-1/139/94(0440) dated 30-6-94 [Annexure(2)] to undertake all proper treatment systems and other necessary environmental control systems.

18. Unilever(Myanmar) Limited shall follow the procedures prescribed by the Commission, vide letter no. Ya Ka-7/ 408/ 94(0424) dated 29-6-94 [Annexure (3)] to expedite the clearance of imports of capital and inter-industry use goods brought in as capital investment and raw materials required during the initial 3 years operation period.

19. Payment of principal and interest of the loan(if any) as well as payment for import of raw materials and spare parts etc., shall only be made out of the official foreign exchange earnings of Unilever (Myanmar) Limited.

20. Unilever(Myanmar) Limitedin consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter VIII, Article15 of the Procedures relating to the Republic of the Union of Myanmar Foreign Investment Law.

(Soe Thane)

Chairman

Unilever(Myanmar) Limited.

cc: 1. Office of the Union Government of the Republic of the Union of Myanmar
2. Office of the Yangon Region Government
3. Ministry of National Planning and Economic Development
4. Ministry of Finance and Revenue
5. Ministry of Commerce
6. Ministry of Construction
7. Ministry of Foreign Affairs
8. Ministry of Home Affairs
9. Ministry of Health
10. Ministry of Industry
11. Ministry of Immigration and Population
12. Ministry of Labour, Employment and Social Security
13. Ministry of Environmental Conservation and Forestry
14. Ministry of Electric Power
15. Director General, Directorate of Investment and Company Administration
16. Director General ,Department of Human Settlements & Housing Development
17. Director General , Department of Health
18. Director General , Directorate of Industrial Supervision and Inspection
19. Director General, Customs Department
20. Director General, Internal Revenue Department
21. Managing Director, Myanma Pharmaceutical and Foodstuff Industries
22. Managing Director, Myanma Foreign Trade Bank
23. Managing Director, Myanma Investment and Commercial Bank
24. Managing Director, Myanma Insurance
25. Managing Director, Myanma Electric Power Enterprise
26. Director General, Directorate of Trade
27. Director General, Immigration and National Registration Department
28. Director General, Directorate of Labour

29. Director General, Environmental Conservation Department
30. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)